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DSL.net, Inc.

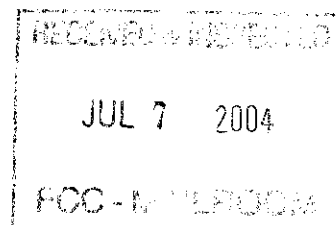
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July 1, 2004

VIA Regular MAIL



Marlene H. Dortch, Secretary
Federal Communication Commission
Office of Secretary
9300 East Hampton Drive
Capitol Heights, MD 20743

Re: CC Docket No. 96-128

Ms. Dortch:

Please find enclosed an original and 4 copies of our Payphone Call Tracking System Audit Report regarding our compliance with section 64.1310(a)(1) of CC Docket No. 96-128.

You or any of your representatives may contact me at 203-782-3287, or vkusaila@dsl.net if I can be of assistance answering any questions.

Best regards,

Vance J. Kusaila
Director of Tax
DSL.net, Inc.

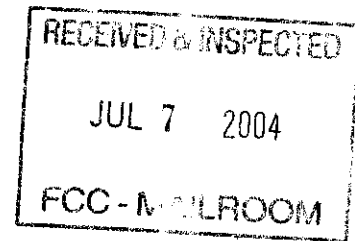
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EXPERIENCE THAT COUNTS



Independent Accountant's Report

To the Board of Directors of DSL.Net, Inc.

We have examined Management's assertions, included in the accompanying System Audit Report, that DSL.Net, Inc. (the Company) complied with the requirements of Section 64.1310(a)(1) of The Pay Telephone Reclassification and Compensation Provisions of the Telecommunications Act of 1996 (the Act), [Docket No. 96-128]. Management is responsible for the Company's compliance with those requirements. Our responsibility is to express an opinion on Management's assertion about the Company's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with specified requirements.

In our opinion, except as noted in the following paragraph, Management's assertion that the Company complied with the aforementioned requirements is fairly stated in all material respects.

Management was unable to attest that the Company had implemented procedures and controls needed to resolve payphone compensation disputes as of the report date. We have noted that the Company has formal processes and controls for payphone compensation dispute resolutions; however the procedures were not implemented as of the report date.

This report is intended solely for the information and use of the Company, the Secretary of the Federal Communications Commission (FCC), and payphone service providers (PSP) for which the Company completes payphone calls on its platform, and facilities-based long distance carriers from which the Company receives payphone calls as defined in the Act.

Fiondella, Milone & LaSaracina LLP

July 1, 2004
Manchester, Connecticut

System Audit Report

July 1, 2004

Fiondella, Milone & LaSaracina LLP
112 Spencer Street
Manchester, CT 06040

We are providing Management's assertions in connection with your examination of DSL.Net, Inc.'s (the Company) compliance with the requirements of section 64.1310(a) (1) of The Pay Telephone Reclassification and Compensation Provisions of the Telecommunications Act of 1996 (the Act) [Docket No. 96-128], for the purpose of expressing an opinion on management's assertions as to whether the Company has complied with the requirements of the Act.

We confirm as of the report date, to the best of our knowledge and belief that the Company is in compliance with the factors in establishing a call tracking system pursuant to section 64.1310(a)(1) of the Act. Management's assertions on each of the factors are disclosed below:

- 1.) Assess the Company's procedures and/or systems to ensure that they accurately track calls to completion:

Management's Assertion

It is the management's assertion that its procedures and systems correctly and accurately track all calls completed on its network.

The Company tracks and monitors all inbound 800 and calling card type calls, for which compensation could be due to a payphone provider, through two independent data sources, (a) FairPoint Carrier Services (FairPoint) and (b) The Company's own Cisco BTS softswitch (VoIP soft switch technology). FairPoint is an external company that the Company has contracted with to provide the following services:

1. Outbound Long Distance: Carrier Termination: Traffic from the Company's C.O. or co-location is routed to nearest point of presence over a DS-1.
2. Toll-Free Traffic (Inbound): Switched Inbound: Toll-free calls originate over the underlying carrier's network and are translated and terminated through switched access to the Company's switch.

For each of the services FairPoint provides to the Company, they provide complete detailed and accurate "call detail records" (CDR). The CDR provided contains the following key information:

1. Call origination number;
2. Call origination geographical data (i.e. City, State and County);
3. Call originating LATA;
4. Call Date and Time data;
5. Call Length;
6. Call termination number;
7. Call termination geographical data (i.e. City, State and County);
8. Call terminating LATA;
9. Call third party number (POTS translation); and
10. A calling card platform indicator.

The Company takes the call detail records provided by FairPoint and reconciles them against its own Cisco BTS softswitch data to ensure accuracy of reporting. All reconciling items are resolved by the Company's dedicated billing information technology team through the use of automated and manual processes. All records from FairPoint are loaded into the Company's CDR database. It is this database which serves as the data source for the Company's billing and payphone compensation system.

- 2.) Assess whether the Company has a person or persons responsible for tracking, compensating, and resolving disputes concerning payphone completed calls:

Management's Assertion

It is Management's assertion that it has persons responsible for tracking, compensating, and resolving disputes concerning payphone completed calls.

The Company has specific staff assigned to each of the tasks listed. The Company's CDR tracking and dispute resolution is handled by its IT Department and/or Regulatory Affairs Department. The staff members assigned are strictly assigned to the Company's voice products systems and are responsible for the assurance of data integrity.

The staff members of the Company's IT and Regulatory Affairs Departments are the knowledgeable and capable individuals to properly handle the responsibilities required.

Payphone compensation rests solely with the Company's Regulatory Affairs Department. This department is charged with accurately calculating the payphone compensation. The systems, procedures and business rules implemented by the Company for PSP compensation has built-in controls to help ensure accuracy and prevent data integrity errors.

The Company's payphone compensation dispute resolution is directed by its Regulatory Affairs Department. They will initiate a toll-free dial-in number and/or web accessed email process by which all disputes can be properly recorded. The Company asserts that the individuals assigned within this department are the knowledgeable and capable individuals to properly handle the responsibilities required.

3.) Assess whether the Company has effective data monitoring procedures:

Management's Assertion

It is Management's assertion that the Company has effective data monitoring procedures.

All data is systematically retrieved, reconciled and updated in predetermined regular intervals. If the systems are unable to complete any of these steps prior to successful insertion into the CDR, the system will terminate all future procedures until the errors and/or conflicts are resolved by the Company's IT and/or Regulatory Affairs Departments.

The Company also has several compensating controls to ensure that no data has been missed or incorrectly added.

4.) Assess whether the Company adheres to established protocols to ensure that any software, personnel or any other network changes do not adversely affect its ability to accurately calculate its payphone call tracking ability:

Management's Assertion

It is management's assertion that the Company adheres to established protocols to ensure that any software, personnel or any other network changes do not adversely affect its ability to accurately calculate its payphone call tracking ability.

The Company has sufficient controls and procedures to ensure that the system is stable and reliable regardless of any system modifications. The files and systems utilized for this process are the same core data systems utilized by the Company to calculate its revenues, as reported within its publicly filed financial statements.

These systems have been independently tested for adequate controls, data integrity, security and recovery by the companies auditors charged with rendering an opinion upon its publicly disclosed financial statements.

- 5.) Assess whether the Company has created a compensable payphone call file or system by matching call detail records against payphone identifiers:

Management's Assertion

It is Management's assertion that the Company has created a compensable payphone call file or system by matching call detail records against payphone identifiers.

The Company's payphone compensation system has been created to ensure that all CDR records, for the most recent eighteen (18) months, are systematically matched against all payphone provider information for which it receives.

The Company currently relies upon the data provided by two PSP record aggregators, APCC and Telco Solutions, to identify potential payphone calls eligible for compensation. The Company has also established a procedure by which it intends to identify PSPs not currently serviced by these two aggregators.

The Company's payphone compensation system will accurately and effectively identify and process all potential calls, provided the PSPs either utilize one of the two aggregators aforementioned or they individually contact the Company and provide their identifying ANI's and payment information within the FCC prescribed file format.

- 6.) Assess whether the Company has procedures to incorporate call data into required reports:

Management's Assertion

It is Management's assertion that the Company has procedures to incorporate call data into the required reports.

The Company's payphone compensation system has been designed to support all required and contemplated reporting requirements set out both within FCC Order No. 03-235 and APCC's letter to the Company dated May 25, 2004. The Company's system is also scalable with regard to meeting future reporting requirements so long as they are based upon industry standard and readably available CDR information.

- 7.) Assess whether the Company has implemented procedures and controls to resolve payphone compensation disputes:

Management's Assertion

It is Management's assertion that the Company has identified procedures and controls to resolve payphone compensation disputes and that the Company intends to implement these procedures and controls.

The Company takes a conservative approach to the dispute process. The Company will timely handle all disputes through its Regulatory Affairs Department. This group will bring all disputes to the attention of specific managers within The Company's Finance and Legal Departments.

The Company's specific business rules, processes and systems have been developed and are currently within the deployment phase. The Company will make available a toll free contact number and/or web based email process to properly record all disputes. The recorded disputes will then be channeled through the organization with a process to ensure timely and adequate resolution.

- 8.) Assess whether the independent auditor can test all critical controls and procedures to verify that errors are insubstantial.

Management's Assertion

It is Management's assertion that the independent third party auditor was able to test all critical controls and procedures to verify that errors are insubstantial.

- 9.) Assess whether the Company has in place adequate and effective business rules for implementing and paying payphone compensation, including rules used to: (i) identify calls originated from payphones; (ii) identify compensable payphone calls; (iii) identify incomplete or otherwise noncompensable calls; and (iv) determine the identities of the payphone service providers to which the Company owes compensation.

Management's Assertion

It is Management's assertion that the Company has created a compensable payphone call file or system by matching call detail records against payphone identifiers.

The Company's payphone compensation system has been created to ensure that all CDR records, for the most recent eighteen (18) months, are systematically matched against all payphone provider information for which it receives.

The Company can not currently identify incomplete, thus non-compensable, calls. As asserted previously within this document, the Company relies upon FairPoint for the provision of all inbound 800 traffic (see Management's assertion to No. 1). FairPoint does not provide incomplete call traffic information within the CDR sent nor does the Company's Cisco BTS softswitch track, record or maintain incomplete call data, of any type. Therefore, within its current state, it can not attest or provide incomplete call data to any provider.

It is the Company's position that maintaining this data, for which it can not seek compensation, is not currently nor will it ever be a beneficial use of its corporate resources. Further, it is the Company's belief that this information is not currently necessary for compliance with the order as the sole purpose of said order is to properly compensate PSPs for completed calls.

On the separate and distinct issue of "other" non-compensable calls, Management maintains its assertion as discussed above that the order strictly requires the Company to maintain and deal with those calls for which compensation is properly owed. However, any and all calls which are not compensable for any reason other than being incomplete are properly recorded and maintained within the Company's CDR.

The Company currently relies upon the data provided by two PSP record aggregators, APCC and Telco Solutions, to identify potential payphone calls eligible for compensation. The Company has also established a procedure by which it intends to identify PSPs not currently serviced by these two aggregators.

The Company's payphone compensation system will accurately and effectively identify and process all potential calls, provided the PSPs either utilize one of the two aggregators aforementioned or they individually contact the Company and provide their identifying ANI's and payment information within the FCC prescribed file format.